

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JOHNSTON RICHARD M</u> (Last) (First) (Middle) <u>CAMDEN PARTNERS HOLDINGS, LLC</u> <u>500 EAST PRATT STREET, SUITE 1200</u> (Street) <u>BALTIMORE MD 21202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AtriCure, Inc. [ATRC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/10/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/10/2015		M		3,333	A	\$14.17	3,333	D	
Common Stock	06/10/2015		M		6,666	A	\$8.04	9,999	D	
Common Stock	06/10/2015		M		6,667	A	\$9.3	16,666	D	
Common Stock	06/10/2015		M		3,334	A	\$15.96	20,000	D	
Common Stock	06/10/2015		J ⁽¹⁾		20,000	D	\$0.00	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$14.17	06/10/2015		M			3,333	05/18/2012 ⁽²⁾	05/18/2021	Common Stock	3,333	\$0.00	0	D	
Stock Option (right to buy)	\$8.04	06/10/2015		M			6,666	05/15/2013 ⁽³⁾	05/15/2022	Common Stock	6,666	\$0.00	0	D	
Stock Option (right to buy)	\$9.3	06/10/2015		M			6,667	05/23/2014 ⁽⁴⁾	05/23/2023	Common Stock	6,667	\$0.00	3,333	D	
Stock Option (right to buy)	\$15.96	06/10/2015		M			3,334	05/14/2015 ⁽⁵⁾	05/14/2024	Common Stock	3,334	\$0.00	6,666	D	

Explanation of Responses:

- Shares transferred to Camden Partners Holdings, LLC.
- These options were granted on May 18, 2011 and are exercisable cumulatively at a rate of 33% per annum beginning one year from date of grant.
- These options were granted on May 15, 2012 and are exercisable cumulatively at a rate of 33% per annum beginning one year from date of grant.
- These options were granted on May 23, 2013 and are exercisable cumulatively at a rate of 33% per annum beginning one year from date of grant.
- These options were granted on May 14, 2014 and are exercisable cumulatively at a rate of 33% per annum beginning one year from date of grant.

Remarks:

/s/ M. Andrew Wade as
Attorney-in-Fact for Richard M. Johnston 06/11/2015

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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